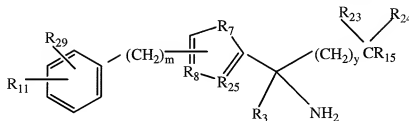


### Pending Claims

A complete list of all claims under examination is set out below. Please amend claims 11, 16, 22, 23, 25, 26, 28, 31, 32, 50, 51 and 52 as indicated below. Claims 1-10, 17, 19-21, 34, and 36-49 are cancelled.

1 - 10. (cancelled).

11. (currently amended) The compound of claim 50 ~~having~~ of the formula:



wherein

R<sub>11</sub> is C<sub>5</sub>-C<sub>18</sub> alkyl, C<sub>5</sub>-C<sub>18</sub> alkenyl, C<sub>5</sub>-C<sub>18</sub> alkynyl, C<sub>5</sub>-C<sub>18</sub> alkoxy, C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>6</sub> aryl)R<sub>20</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>6</sub> heteroaryl)R<sub>20</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>6</sub> cycloalkyl)R<sub>20</sub>, C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>6</sub> aryl)R<sub>20</sub>, C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>6</sub> heteroaryl)R<sub>20</sub> or C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>6</sub> cycloalkyl)R<sub>20</sub>;

wherein R<sub>20</sub> is H or C<sub>1</sub>-C<sub>10</sub> alkyl;

p and q are integers independently ranging from 1 to 10;

R<sub>29</sub> is H, halo, C<sub>1</sub>-C<sub>12</sub> alkyl, C<sub>2</sub>-C<sub>12</sub> alkenyl, C<sub>2</sub>-C<sub>12</sub> alkynyl, or C<sub>1</sub>-C<sub>12</sub> alkoxy,;

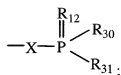
R<sub>7</sub> and R<sub>8</sub> are independently O, S, ~~CR<sub>26</sub>~~, ~~CHR<sub>26</sub>~~ NR<sub>26</sub>, or N;

wherein R<sub>26</sub> is H, F or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>25</sub> is CH;

R<sub>3</sub> is C<sub>1</sub>-C<sub>4</sub> alkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)OH, or (C<sub>1</sub>-C<sub>4</sub> alkyl)NH<sub>2</sub>;

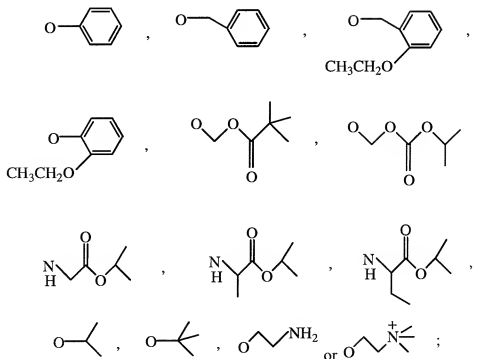
R<sub>15</sub> is



wherein  $R_{12}$  is O or S;

X is O, S,  $CH_2$ ,  $CHOH$ ,  $CHF$ ,  $CF_2$ , or  $-\overset{\overset{O}{\parallel}}{C}-$ ;

$R_{30}$  and  $R_{31}$  are independently  $C_1$ - $C_2$  alkoxy,



$R_{23}$  is H, F, OH,  $C_1$ - $C_4$  alkyl,  $CO_2H$  or  $(C_1$ - $C_4$  alkyl)OH;

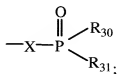
$R_{24}$  is H, F,  $C_1$ - $C_4$  alkyl or  $PO_3H_2$ ; or

$R_{23}$  together with  $R_{24}$  and the carbon to which they are attached form a carbonyl group; and

y and m are integers independently ranging from 0 to 4; or

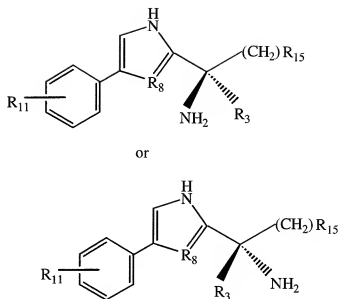
a pharmaceutically acceptable salt or tautomer thereof.

12. (previously presented) The compound of claim 11 wherein
- m is 0;
  - y is 0 or 1;
  - R<sub>23</sub> and R<sub>24</sub> are independently H or F.
13. (previously presented) The compound of claim 11 wherein R<sub>3</sub> is C<sub>1</sub>-C<sub>3</sub> alkyl or (C<sub>1</sub>-C<sub>4</sub> alkyl)OH; and
- R<sub>8</sub> is CH.
14. (previously presented) The compound of claim 12 wherein
- R<sub>11</sub> is C<sub>5</sub>-C<sub>18</sub> alkyl, C<sub>5</sub>-C<sub>18</sub> alkenyl, C<sub>5</sub>-C<sub>18</sub> alkynyl, or C<sub>5</sub>-C<sub>18</sub> alkoxy and
  - R<sub>29</sub> is H, halo or C<sub>1</sub>-C<sub>12</sub> alkyl; or
  - a pharmaceutically acceptable salt or tautomer thereof.
15. (previously presented) The compound of claim 12 wherein
- y is 0; and
  - R<sub>15</sub> is represented by the structure



wherein X is CH<sub>2</sub>, CHOH, CHF, CF<sub>2</sub>, or  $\begin{array}{c} \text{O} \\ \parallel \\ \text{---C---} \end{array}$ .

16. (currently amended) The compound of claim 50 of ~~42~~ having the formula:



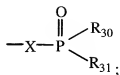
wherein  $R_{11}$  is  $C_5$ - $C_{18}$  alkyl or  $C_5$ - $C_{18}$  alkenyl; and

$R_8$  is N, CH or S;

or a pharmaceutically acceptable salt or tautomer thereof.

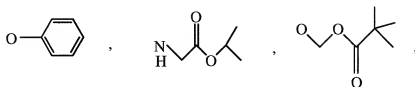
17. (cancelled)

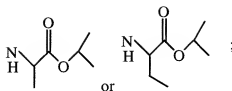
18. (previously presented) The compound of claim 16 wherein  $R_{11}$  is  $C_5$ - $C_9$  alkyl;  
 $R_{15}$  is



wherein X is O,  $CH_2$  or CHF;

$R_{30}$  and  $R_{31}$  are independently

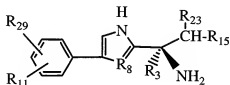




and  $R_3$  is  $CH_3$ .

19. - 21. (cancelled)

22. (currently amended) The compound of claim 51 ~~having~~ of the formula:

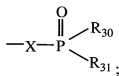


23. (currently amended) The compound of claim 22 wherein  $R_3$  is  $C_1$ - $C_4$  alkyl or  $(C_1$ - $C_4$  alkyl)OH;

$R_8$  is O, S, ~~CR~~<sub>26</sub> or N;

$R_{23}$  ~~is and R<sub>26</sub> are independently~~ H or F; and

$R_{15}$  is represented by the structure

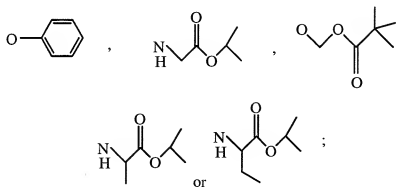


wherein X is O,  $CH_2$ ,  $CHOH$ ,  $CHF$ ,  $CF_2$  or  $\begin{matrix} O \\ || \\ -C- \end{matrix}$ .

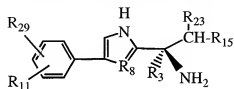
24. (previously presented) The compound of claim 53 wherein X is O.

25. (currently amended) The compound of ~~claim 24~~ claim 53 wherein X is  $CH_2$ ,  $CHF$  or  $CF_2$ .

26. (currently amended) The compound of ~~claim 24~~ claim 53 wherein  $R_{30}$  and  $R_{31}$  are the same and are



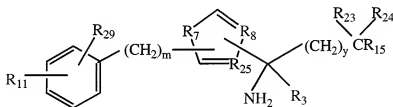
27. (original) The compound of claim 25 wherein  $R_8$  is N.
28. (currently amended) The compound of claim 25 ~~claim 24~~ having of the formula:



wherein  $R_{11}$  is H,  $C_5$ - $C_{18}$  alkyl,  $C_5$ - $C_{18}$  alkenyl,  $C_5$ - $C_{18}$  alkynyl, or  $C_5$ - $C_{18}$  alkoxy;  
 $R_3$  is  $CH_3$ ; and  
 $R_{29}$  is H,  $C_1$ - $C_4$  alkyl.

29. (previously presented) The compound of claim 28 wherein  $R_{11}$  is  $C_5$ - $C_{18}$  alkyl, or  $C_5$ - $C_{18}$  alkenyl; and  $R_{29}$  H, or  $C_1$ - $C_4$  alkyl.
30. (previously presented) The compound of claim 28 wherein  $R_{11}$  is  $C_5$ - $C_{18}$  alkyl or  $C_5$ - $C_{18}$  alkenyl; and  $R_{29}$  is H.

31. (currently amended) A pharmaceutical composition comprising a compound having of the formula:



wherein

$R_{11}$  is C<sub>5</sub>-C<sub>18</sub> alkyl, C<sub>5</sub>-C<sub>18</sub> alkenyl, C<sub>5</sub>-C<sub>18</sub> alkynyl, C<sub>5</sub>-C<sub>18</sub> alkoxy, C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>10</sub> aryl) $R_{20}$ , C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>10</sub> heteroaryl) $R_{20}$ , C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>10</sub> cycloalkyl) $R_{20}$ , C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>10</sub> aryl) $R_{20}$ , C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>10</sub> heteroaryl) $R_{20}$  or C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>10</sub> cycloalkyl) $R_{20}$ ;

wherein  $R_{20}$  is H or C<sub>1</sub>-C<sub>10</sub> alkyl;

$R_{29}$  is H, halo, C<sub>1</sub>-C<sub>12</sub> alkyl, C<sub>2</sub>-C<sub>12</sub> alkenyl, C<sub>2</sub>-C<sub>12</sub> alkynyl, or C<sub>1</sub>-C<sub>12</sub> alkoxy;

$R_3$  is H, C<sub>1</sub>-C<sub>6</sub> alkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)OH, or (C<sub>1</sub>-C<sub>4</sub> alkyl)NH<sub>2</sub>;

$R_{23}$  is H, F, CO<sub>2</sub>H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)OH, or (C<sub>1</sub>-C<sub>4</sub> alkyl)NH<sub>2</sub>;

$R_{24}$  is H, F or PO<sub>3</sub>H<sub>2</sub>; or

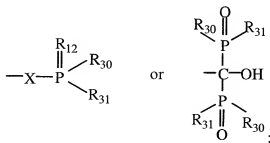
$R_{23}$  together with  $R_{24}$  and the carbon to which they are attached form a carbonyl group;

$R_7$  and  $R_8$  are independently O, S, ~~CHR<sub>26</sub>~~, ~~CR<sub>26</sub>~~, NR<sub>26</sub>, or N;

$R_{25}$  is CR<sub>26</sub>;

wherein  $R_{26}$  is H, F or C<sub>1</sub>-C<sub>4</sub> alkyl;

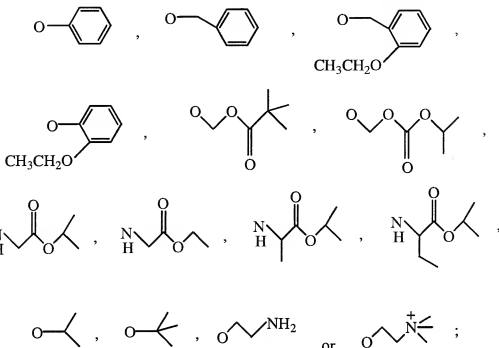
$R_{15}$  is



wherein R<sub>12</sub> is O, NH or S:

X is O, NH, S, CH<sub>2</sub>, CHOH, CHF, CF<sub>2</sub>, or  $\text{--}\overset{\text{O}}{\underset{\text{||}}{\text{C}}}\text{--}$ ; and

each R<sub>30</sub> is independently and each R<sub>31</sub> is independently C<sub>1</sub>-C<sub>2</sub> alkoxy,



y and m are integers independently ranging from 0 to 4;

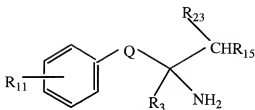
p and q are integers independently ranging from 1 to 10; or

a pharmaceutically acceptable salt or tautomer thereof;

and a pharmaceutically acceptable carrier.

32. (currently amended) The composition of claim 31 wherein the comprising a compound has of the formula:





wherein  $R_{11}$  is  $C_5$ - $C_{18}$  alkyl,  $C_5$ - $C_{18}$  alkenyl,  $C_5$ - $C_{18}$  alkynyl, or  $C_5$ - $C_{18}$  alkoxy;  
 wherein  $p$  and  $q$  are integers independently ranging from 1 to 10;

Q is



wherein  $R_7$  and  $R_8$  are independently O, S,  ~~$CR_{26}$~~ ,  ~~$CHR_{26}$~~ ,  $NR_{26}$ , or N;

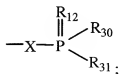
$R_{25}$  is  $CR_{26}$ ; and

$R_{26}$  is H, F or  $C_1$ - $C_4$  alkyl;

$R_3$  is H,  $C_1$ - $C_4$  alkyl or  $(C_1$ - $C_4$  alkyl)OH;

$R_{23}$  is H, F or  $C_1$ - $C_4$  alkyl; and

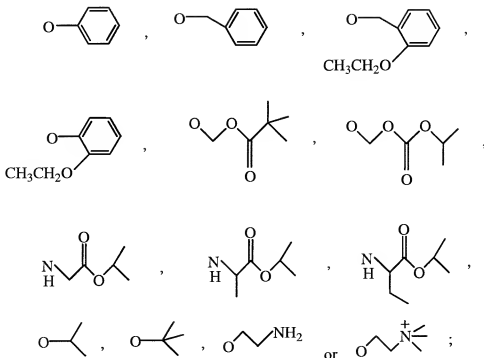
$R_{15}$  is represented by the structure

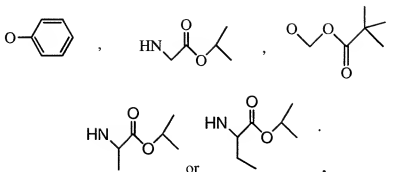


wherein  $R_{12}$  is O or S;

$X$  is O, S,  $CH_2$ ,  $CHOH$ ,  $CHF$ ,  $CF_2$ , or  $\text{---}\overset{\text{O}}{\underset{\text{||}}{\text{C}}}\text{---}$ ;

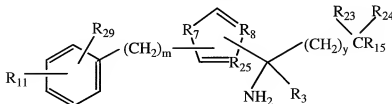
$R_{30}$  and  $R_{31}$  are independently  $C_1$ - $C_2$  alkoxy,





36. - 49. (cancelled)

50. (currently amended) A compound having of the formula:



wherein

$R_{11}$  is C<sub>5</sub>-C<sub>18</sub> alkyl, C<sub>5</sub>-C<sub>18</sub> alkenyl, C<sub>5</sub>-C<sub>18</sub> alkynyl, C<sub>5</sub>-C<sub>18</sub> alkoxy, C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>10</sub> aryl) $R_{20}$ , C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>10</sub> heteroaryl) $R_{20}$ , C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>10</sub> cycloalkyl) $R_{20}$ , C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>10</sub> aryl) $R_{20}$ , C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>10</sub> heteroaryl) $R_{20}$  or C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>10</sub> cycloalkyl) $R_{20}$ ;

wherein  $R_{20}$  is H or C<sub>1</sub>-C<sub>10</sub> alkyl;

$R_{29}$  is H, halo, C<sub>1</sub>-C<sub>12</sub> alkyl, C<sub>2</sub>-C<sub>12</sub> alkenyl, C<sub>2</sub>-C<sub>12</sub> alkynyl, or C<sub>1</sub>-C<sub>12</sub> alkoxy;

$R_3$  is H, C<sub>1</sub>-C<sub>6</sub> alkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)OH, or (C<sub>1</sub>-C<sub>4</sub> alkyl)NH<sub>2</sub>;

$R_{23}$  is H, F, CO<sub>2</sub>H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)OH, or (C<sub>1</sub>-C<sub>4</sub> alkyl)NH<sub>2</sub>;

$R_{24}$  is H, F, C<sub>1</sub>-C<sub>4</sub> alkyl, or PO<sub>3</sub>H<sub>2</sub>; or

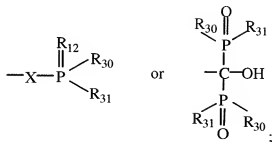
$R_{23}$  together with  $R_{24}$  and the carbon to which they are attached form a carbonyl group;

$R_7$  and  $R_8$  are independently O, S, ~~CHR<sub>26</sub>~~, ~~CR<sub>26</sub>~~, NR<sub>26</sub>, or N;

$R_{25}$  is CR<sub>26</sub>;

wherein  $R_{26}$  is H, F or  $C_1$ - $C_4$  alkyl;

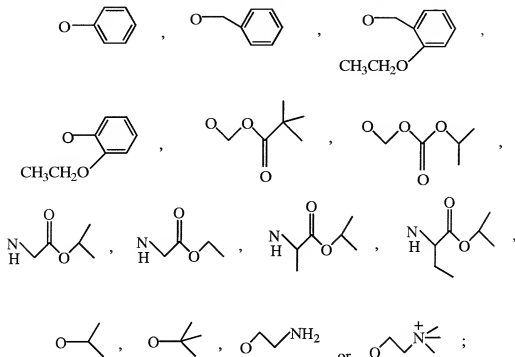
$R_{15}$  is



wherein  $R_{12}$  is O, NH or S;

X is O, NH, S,  $CH_2$ , CHOH, CHF,  $CF_2$ , or  $-\overset{\text{O}}{\parallel}{C}-$ ; and

each  $R_{30}$  is independently and each  $R_{31}$  is independently  $C_1$ - $C_2$  alkoxy,

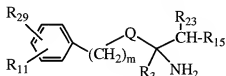


y and m are integers independently ranging from 0 to 4;

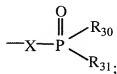
p and q are integers independently ranging from 1 to 10; or

a pharmaceutically acceptable salt or tautomer thereof.

51. (currently amended) The compound of claim 50 having of the formula

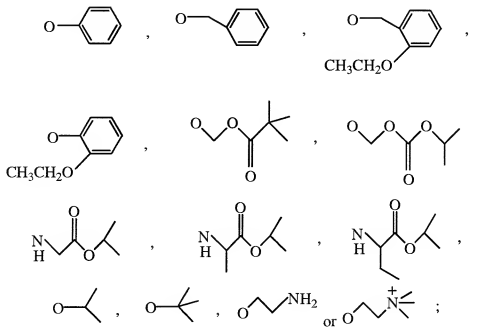


wherein  $R_{11}$  is  $C_5$ - $C_{18}$  alkyl,  $C_5$ - $C_{18}$  alkenyl,  $C_5$ - $C_{18}$  alkynyl, or  $C_5$ - $C_{18}$  alkoxy;  
 $R_{15}$  is



wherein X is O,  $CH_2$ , CHOH, CHF,  $CF_2$ , or  $-C(=O)-$ ;

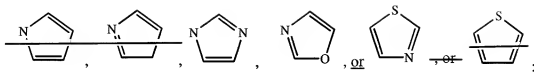
$R_{30}$  and  $R_{31}$  are independently  $C_1$ - $C_2$  alkoxy,



wherein p and q are integers independently ranging from 1 to 10;

$R_{29}$  is H,  $C_1$ - $C_{10}$  alkyl,  $C_2$ - $C_{10}$  alkenyl or  $C_2$ - $C_{10}$  alkynyl;

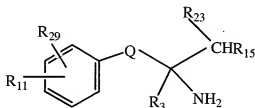
Q is



m is 0; and

R<sub>23</sub> is H or F.

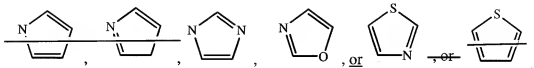
52. (currently amended) The compound of claim 51 ~~having~~ of the formula:



R<sub>12</sub> is O; and X is O, CH<sub>2</sub>, CHOH, CHF, CF<sub>2</sub>, and

53. (previously presented) The compound of claim 23 wherein X is O, CH<sub>2</sub>, CHF or CF<sub>2</sub>.

54. (currently amended) The composition of claim 33 wherein Q is



55. (currently amended) The composition of claim 35 wherein Q is

